

Mar 24 2005 17:32

TRIAD PROFESSIONAL SERVIC 770 777 2094

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DIVISION OF CORPORATION
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770)777-2091
Fax Number : (770)777-2094

FLORIDA PROFIT CORPORATION OR P.A.

WellCare Prescription Services, Inc.

Certificate of Status	2
Certified Copy	2
Page Count	06
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 23, 2005

GREENBERG TRAURIG, P.A.

SUBJECT: WELLCARE PRESCRIPTION SERVICES, INC.
Ref. Number: W05000014919

We have received your document for **WELLCARE PRESCRIPTION SERVICES, INC.** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers
Document Specialist
New Filings Section

Letter Number: 405A00019913

(H050000733623)

APPROVED

ARTICLES OF INCORPORATION
OF
WELLCARE PRESCRIPTION SERVICES, INC.

MAR 22 2005

GBM

Docketed by: _____

The undersigned, acting as incorporators of WellCare Prescription Services, Inc., under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

WellCare Prescription Services, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

8735 Henderson Road
Renaissance Two
Tampa, Florida 33634

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation and its existence shall be perpetual.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida. The corporation is formed to transact health and prescription pharmaceutical insurance business.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 2731 Executive Park Drive, Suite 4, Weston, Florida 33331 and the name of the corporation's current registered agent at that address is NRAI Services, Inc.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have five directors initially. The number of directors may be increased or decreased from time to time, as provided in the bylaws, but shall never be less than five. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Todd S. Farha	8725 Henderson Road Renaissance One Tampa, Florida 33634
Paul L. Behrens	8725 Henderson Road Renaissance One Tampa, Florida 33634
Thaddeus Bereday	8725 Henderson Road Renaissance One Tampa, Florida 33634
David Smith	8725 Henderson Road Renaissance One Tampa, Florida 33634
Gary Clarke	411 E. College Avenue Tallahassee, FL 32301

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporators are:

<u>Name</u>	<u>Address</u>
Todd S. Farha	8725 Henderson Road Renaissance One Tampa, Florida 33634
Paul L. Behrens	8725 Henderson Road Renaissance One Tampa, Florida 33634
Thaddeus Bereday	8725 Henderson Road Renaissance One Tampa, Florida 33634

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David Smith

8725 Henderson Road
Renaissance One
Tampa, Florida 33634

Gary Clarke

411 E. College Avenue
Tallahassee, FL 32301

Each incorporator of the corporation is a citizen of the United States of America. Each incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

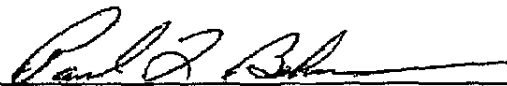
* * * * *

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The undersigned incorporators, for the purpose of forming a corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 16th day of March, 2005.


Todd S. Farha


Paul L. Behrens


Thaddeus Bereday


David Smith


Gary Clarke

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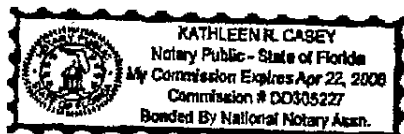
TRIAD PROFESSIONAL SERVIC 770 777 2094

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of WellCare Prescription Services, Inc. was acknowledged before me this 16th day of March, 2005, by Todd Suhayl Farha, Thaddeus Matthew Sigmund Bereday, Paul Luther Behrens, David Kelsey Smith and Gary James Clarke, who are personally known to me.



Kathleen R. Casey
Kathleen R. Casey, Notary Public
My Commission Expires 4/22/08

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

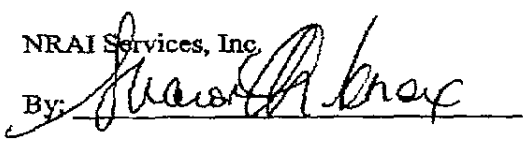
That WellCare Prescription Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2731 Executive Park Drive, Suite 4, Weston, Florida 33331 has named NRAI Services, Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 22nd day of March, 2005.

NRAI Services, Inc.

By: 

Name: Sharon Knox

Title: Assistant Secretary

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